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FAX TRANSMITTAL

**TOMLINSON
ZISKO LLP**

	<u>NAME</u>	<u>PHONE</u>	<u>FAX</u>
<u>TO:</u>	Christine Andres, NDEP	(702) 486-2850	(702) 486-2863
	Scott Ball, URS	(702) 837-1500	(702) 837-1600
	Sonja Inglin, Esq.	(310) 820-8800	(310) 820-8859
	Randy L. Jackson		(915) 671-8405
<u>FROM:</u>	Michael W. Stebbins		
<u>DATE:</u>	July 1, 2004		
<u>RE:</u>	Letter to Lynn Stella		

MESSAGE:

H-000086

We are transmitting 9 page(s) including this page.
IF YOU DO NOT RECEIVE ALL OF THE PAGES, PLEASE CALL
AS SOON AS POSSIBLE - (650) 325-8666.

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TOMLINSON
ZISKOP

Michael W. Stebbins
Direct dial: (550) 330-4136
E-mail: mstebbins@tzllp.com

July 1, 2004

NAT04-6048

VIA FACSIMILE (312) 960-5475 AND U. S. MAIL

Ms. Lynn Stella
General Growth Properties, Inc.
110 North Wacker Drive
Chicago, Illinois 60606

Re: Limited Access for Al Phillips The Cleaner, Inc./URS Corporation
Boulevard Mall, Las Vegas, Nevada

Dear Ms. Stella:

This is a follow up to my letter dated June 10, 2004, a copy of which is enclosed for your reference.

As I have previously explained, my client, Al Phillips The Cleaner, Inc. ("APTC"), is in the midst of taking over an assessment and remediation of the old Maryland Square Shopping Center property located at 3661 South Maryland Parkway, Las Vegas, Nevada (the "Site"). General Growth Properties, Inc. ("GGPI") owns and/or operates a parcel adjacent to the Site commonly known as the Boulevard Mall. Previously, assessment and remediation activities had been conducted by former owners of the property, who obtained a signed access agreement (a copy of which is also attached) from Sheila Adams of GGPI.

APTC, and its contractor, URS Corporation ("URS") need access to the Boulevard Mall to continue with the assessment and remediation activities. Without such access, those activities cannot proceed. We would appreciate obtaining permission to access the Boulevard Mall property and proceed with the assessment and remediation activities as soon as possible.

To that end, I have also enclosed a copy of a letter access agreement from URS for the Boulevard Mall property. You will be receiving the original in the mail shortly. We would ask that GGPI execute this letter agreement (either the original or the attached copy, frankly) and get it back to us as soon as possible.

If the proposed access agreement needs to be modified in any way or if you have any

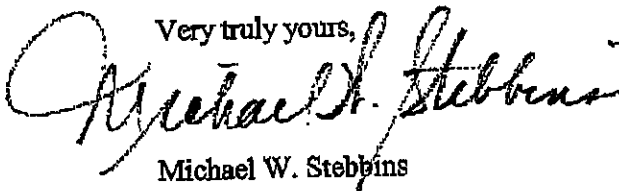
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PALO ALTO, CALIFORNIA 94306
TELEPHONE 650.325.8666
FACSIMILE 650.324.1808

Ms. Lynn Stella
July 1, 2004
Page 2

other questions, please do not hesitate to contact me at (650) 330-4136 or by email at mstebbins@tzllp.com. I will be out of the office the week of July 5, but will be back on Monday, July 12, and will follow up on this letter at that time.

Thank you for your prospective cooperation.

Very truly yours,



Michael W. Stebbins

cc (via facsimile):

Christine D. Andres, NDEP
Scott Ball, URS
Sonja Inglin, Esq., Jenkins & Gilchrist, LLP
Randy L. Jackson
Sheila Adams, GGPI

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TOMLINSON
ZISK LLP

Michael W. Stebbins
Direct dial: (650) 330-4136
E-mail: mstebbins@tzllp.com

June 10, 2004

NAT04-6048

VIA FACSIMILE (312) 960-5475 AND U. S. MAIL

Ms. Lynn Stella
General Growth Properties, Inc.
110 North Wacker Drive
Chicago, Illinois 60606

Re: Boulevard Mall, Las Vegas, Nevada

Dear Ms. Stella:

This is a follow up to my voice mail to you earlier today. We represent Al Phillips The Cleaner, Inc. ("APTC"). APTC formerly operated a drycleaning facility at the old Maryland Square Shopping Center property located at 3661 South Maryland Parkway, Las Vegas, Nevada (the "Site"). The Site is located adjacent to a parcel apparently owned and/or operated by your company commonly known as the Boulevard Mall.

As you may know, there is an environmental assessment and remediation currently underway at the Site. This assessment and remediation is being undertaken with the knowledge and direction of the Nevada Department of Environmental Protection ("NDEP"). APTC is in the process of taking over the responsibility for that assessment and remediation. APTC's contractor for these activities is URS Corporation ("URS"). The project manager at URS is Mr. Scott Ball.

Until recently, the assessment and remediation had been handled by former owners of the Site, the Maryland Square Shopping Center LLC and the Herman Kishner Trust. Their contractor was Converse Engineering Consultants. It is our understanding that you entered into agreements with one or more of these entities in which your company granted them certain limited access to the Boulevard Mall property for the purpose of conducting assessment and remediation activities. APTC and URS would now like to obtain permission to access that adjacent property for the same purpose on, presumably, similar terms. Tim Biedinger at the Boulevard Mall office informed me that I should contact you about obtaining such permission.

We would appreciate hearing from you at your earliest convenience. NDEP is anxious for the project to proceed as expeditiously as possible. Optimally, APTC and URS would like to

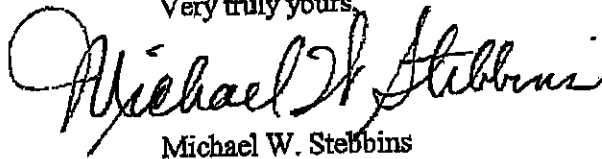
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Ms. Lynn Stella
June 10, 2004
Page 2

begin sampling existing wells and conducting other activities in a matter of days, rather than weeks. We are prepared to move quickly to get the necessary agreements in place.

If you have any questions, please do not hesitate to contact me at (650) 330-4136 or by email at mstebbins@tzlp.com. I will follow up on this letter by phone in a few days. Thank you for your prospective cooperation.

Very truly yours,



Michael W. Stebbins

MWS:mag

cc (via facsimile):

Christine D. Andres, NDEP
Scott Ball, URS
Sonja Inglin, Esq., Jenkins & Gilchrist, LLP
Randy L. Jackson

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**Authorization to Access Property
To Perform an Environmental Assessment**

Recitals

1. Samuel Grant Jorgensen (OWNER) warrants they are the legal owner of the real property located at 7532 South Maryland Parkway (Parcel Number 162-14-213-002), hereafter referred to as "the site," and have the full power and authorization to enter into this agreement.
2. Herman Kishner Trust (d.b.a. Maryland Square Shopping Center, LLC) (CLIENT) has retained Converse Consultants (Converse), 731 Pilot Road, Las Vegas, NV 89119, (CONSULTANT) to perform work that includes drilling monitoring wells and analytical sampling.
3. OWNER acknowledges that they have authorized CONSULTANT to access the property and conduct the investigation on the site.
4. OWNER confirms that CONSULTANT has neither created nor contributed to the creation or existence of any pollutant that may exist beneath the site, or brought to the surface.

Terms and Conditions

- **Notice of Access.** CONSULTANT shall notify OWNER 72 hours in advance of the date of proposed activities on the site. OWNER agrees to provide to CONSULTANT appropriate means of access to the site, for the duration of the project.
- **Coordination with Lessee.** OWNER shall provide contact name and number for CONSULTANT to make necessary arrangements with lessee (if required by the OWNER). CONSULTANT will attempt to minimize disruption of lessee's operations.
- **Damage to Property.** CONSULTANT will be responsible for damage that is a direct result of our negligent activities.
- **Discovery of Pollutants.** OWNER understands that site work may result in the discovery of pollutants. OWNER also understands that CONSULTANT did not create the pollutants.
- **Reporting Requirements.** OWNER understands that CONSULTANT may be required by regulations to report the discovery of pollutants to a government agency, and that CONSULTANT, when practical, will do so only after notifying OWNER.
- **Release of Report/Information.** OWNER recognizes that CONSULTANT is contractually bound to CLIENT, and agrees that any requests for reports or other information must be approved by CLIENT, unless otherwise required by law. However, as a condition of this access, CONSULTANT shall furnish OWNER with

Authorization to Access Property

copy of all test results, reports, and underlying data for all tests and conclusions of CONSULTANT that affect OWNERS' property.

Disposal of Hazardous Materials. Exploratory activities may expose soil and/or groundwater considered to be hazardous by regulating agencies. CONSULTANT agrees to contain such materials in an acceptable manner, and in compliance with all governmental regulation, during and at the completion of CONSULTANT's field activities. CLIENT shall be responsible for the storage and disposal of hazardous materials or suspected hazardous materials brought to the surface during CONSULTANT's exploratory activities.

Monitoring Wells. Before installing monitoring wells, CONSULTANT may be required to complete and submit a permit application. OWNER will execute documents (if any) required by governmental agency in connection with such permit application. OWNER understands that the permitting authority may require CLIENT to maintain the monitoring well(s) or to remove the well(s) in an approved manner. CLIENT accepts responsibility for the maintenance and/or removal of the monitoring well(s) placed on the site.

Underground Utilities. CONSULTANT will notify Underground Service Alert for public underground utility markings. CONSULTANT will also request OWNER and/or lessee to provide information on location of private utilities. CONSULTANT will observe reasonable precautions to reduce the potential for damaging unknown subsurface utilities. CONSULTANT is not responsible for damage to, or resulting from impact to unknown or unmarked utilities.

Insurance. CONSULTANT maintains a commercial general liability (CGL) policy with limits of \$1,000,000.00. CONSULTANT warrants that this policy will be in effect during the all dates of access.

Agreed to and Accepted By:

Consultant

CONVERSE CONSULTANTS

K. T. J. [Signature]
By:

Senior
Title:

9-22-00
Date:

Owner

BBP - Iva [Signature]

Sheila K. Adams
By:

U.S. Environmental Engineering Senior
Title:

9/22/00
Date:



AGREEMENT FOR SITE ACCESS

June 22, 2004

General Growth Properties, Inc.
110 North Wacker Drive
Chicago, Illinois 60606

Subject: Agreement for Site Access
3538 S. Maryland Parkway, Las Vegas, NV (Boulevard Mall Property)
(Parcel No. 162-14-213-002)

Dear Ms. Lynn Stella:

In connection with the performance of environmental assessment services for Al Phillips The Cleaner, Inc. ("Client"), it is necessary for URS Corporation ("URS") a Nevada corporation, located at 7180 Pollock Drive, Suite 200, Las Vegas, Nevada 89119, phone number 837-1500, to perform certain work as described in Attachment A hereto ("Work") at 3538 S. Maryland Parkway, Las Vegas, Nevada, Parcel No. 162-14-213-002 ("Site") which is owned by General Growth Properties, Inc. ("Owner"). Owner is willing to grant URS access to the Site for the performance of the Work. URS agrees to indemnify and hold Owner harmless from any property damage or bodily injury or any claim relating to such damage or injury to the extent caused by the negligent conduct of URS in the performance of the Work.

Sincerely,

Pascal Hinner
Vice President

cc: Contracts Manager
Mr. Randy Jackson, Al Phillips The Cleaner, Inc.
Mr. Michael Stebbins, Tomlinson Zisko, LLP.
File: Maryland Square Al Phillips

Acknowledged and Agreed to on Behalf of Owner:

Signature

Typed Name/Title

Date of Signature



EXHIBIT A

General Growth Properties, Inc.
110 North Wacker Drive
Chicago, Illinois 60606

For: 3538 S. Maryland Parkway, Las Vegas, NV (Boulevard Mall Property)
(Parcel No. 162-14-213-002)

URS Corporation (URS) has been retained by Al Phillips the Cleaner, Inc. to perform environmental services related to the former Al Phillips The Cleaner facility located at 3661 S. Maryland Parkway, Las Vegas, Nevada ("Site"). This Exhibit provides information regarding obtaining access to 3538 S. Maryland Parkway, Las Vegas, Nevada (Boulevard Mall Property) in order to perform environmental assessments. This access would allow URS and our subcontractors to implement the proposed scope of environmental work, which is being conducted in accordance with approval from the Nevada Division of Environmental Protection. The following is a bullet list of tasks that need to be performed for which access is needed:

- Private utility locator needs access to clear borehole locations prior to future drilling
- Ability to place paint markings on the ground for locating utilities
- Concrete coring company needs access to core concrete and asphalt prior to future drilling
- Seal top of boreholes with concrete or asphalt level with surface
- Drill future boreholes on the property and collect soil samples
- Drill future boreholes and install groundwater-monitoring wells. Monitoring wells will be finished at the surface with traffic rated well vaults.
- Surveyor will need access to survey future groundwater monitoring wells.
- Perform sampling of existing and future groundwater monitoring wells
- Perform future environmental remedial activities at the Site (install wells, remedial system, etc.)

cc: Contracts Manager
Mr. Randy Jackson, Al Phillips The Cleaner, Inc.
Mr. Michael Stebbins, Tomlinson Zisko, LLP.
File: *Maryland Square Al Phillips*